

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
MIDLAND DIVISION

IN RE:	§	Chapter 11
	§	
TAJAY RESTAURANTS, INC.	§	Case No. 19-70067-TMD
YUMMY SEAFOODS, LLC,	§	Case No. 19-70068-TMD
YUMMY HOLDINGS, LLC	§	Case No. 19-70069-TMD
	§	
Debtors.	§	
	§	(JOINTLY ADMINISTERED
	§	UNDER CASE NO. 19-70067-TMD)

**FIRST INTERIM APPLICATION OF CLARK HILL STRASBURGER,
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD ENDING AUGUST 31, 2019**

***THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE
TO YOUR INTERESTS.***

***IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-ONE (21)
DAYS FROM THE DATE OF SERVICE, THE RELIEF
REQUESTED HEREIN MAY BE GRANTED WITHOUT A
HEARING BEING HELD.***

***A TIMELY FILED RESPONSE IS NECESSARY FOR A HEARING
TO BE HELD.***

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Clark Hill Strasburger (“CHS” or “Applicant”), approved counsel for the Official Committee of Unsecured Creditors (the “Committee”), hereby files its First Interim Application for Compensation and Reimbursement of Expenses for the Period May 16, 2019 through August 31, 2019, as follows:

Fees and Expenses Requested

1. Applicant hereby seeks approval and allowance of fees of \$75,048.50 and expenses in the amount of \$1,070.48, for a total of \$76,118.98 for services performed from May 16, 2019 through August 31, 2019 (the “Application Period”). Applicant seeks payment of **FIRST INTERIM APPLICATION OF CLARK HILL STRASBURGER FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD ENDING AUGUST 31, 2019**

outstanding fees (the 20% holdback) in the amount of \$15,009.70. These amounts include all fees and expenses incurred during the Application Period as detailed below.

Employment and Prior Compensation

2. On May 16, 2019, (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On June 4, 2019, the United States Trustee for the Western District of Texas (the “**U.S. Trustee**”) appointed the Committee, consisting of four members: (i) DTMJ-1, LLC; (ii) Janda Land Holdings, LLC; (iii) Mittal & Sons, LLC; and (iv) J & C Property Co. See Notice of Creditors’ Committee [Docket No. 79].

4. Subsequently, the Committee selected CHS as its proposed counsel, subject to court approval, to provide, among other things, legal representation to assist the Committee to fulfill their duties, including::

- a. Consult with the trustee or debtors in possession concerning the administration of the case;
- b. Investigate the acts, conduct, assets, liabilities, and financial condition of the debtor, the operation of the debtor’s business and the desirability of the continuance of such business, and any other matter relevant to the case or to the formulation of a plan;
- c. Participate in the formulation of a plan, advise those represented by such committee of such committee’s determinations as to any plan formulated, and collect and file with the court acceptances or rejections of a plan;
- d. Request the appointment of a trustee or examiner under section 1104; and
- e. Perform such other services as are in the interest of those represented.

5. The Committee understood and agreed that Applicant would charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect

FIRST INTERIM APPLICATION OF CLARK HILL STRASBURGER FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD ENDING AUGUST 31, 2019

on the date such services were rendered and for out-of-pocket expenses. In its application, the Committee sought court approval that all legal fees and related costs and expenses incurred by the Committee on account of services rendered by Applicant in these cases be paid as administrative expenses of the estate pursuant to Sections 328, 330(a), 331, 503(b) and 507(a)(2) of the Bankruptcy Code.

6. The Order approving Applicant as counsel for the Committee was entered on July 22, 2019 [Dkt. #158].

7. Pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals, dated July 1, 2019 (the “**Compensation Procedures Order**”) [Dkt. #136], Applicant previously served its monthly fee statements covering the Application Period and was paid 80% of its fees in the amount of \$60,038.80, and 100% of its expenses in the amount of \$1,070.48.

8. This is Applicant’s first interim fee application.

Status of the Case

9. The Court has issued an order approving a sales procedure to sell all the profitable stores in a structured bidding process. The Debtors have not yet commenced the process.

Services Performed and Results Obtained in the Case

10. The unsecured creditors are the sole stakeholders in this case since there is no pre-petition secured creditor. Tabbassum Mumtaz, one of the principals of the Debtor, has conflicts of interest in that he is a guarantor of a substantial amount of the contingent claims of the franchisors, a principal in Ampex Brands, LLC which apparently manages the operations of the Debtors, and is he is the principle of the post-petition lender. The Debtors’ schedules also reflect that the Debtors have made substantial loans to Mr. Mumtaz and the other shareholders. This

FIRST INTERIM APPLICATION OF CLARK HILL STRASBURGER FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD ENDING AUGUST 31, 2019

case has greater complexity because most of the substantial claims of unsecured creditors are not trade creditors' claims but are contingent claims of landlords on leases which have been or will be rejected as well as franchisors' potential rejection claims, and the successful sale of the operating stores owned by the Debtors, as well as the decision as to which leases to reject and the outcome of negotiations with the franchisors will have a substantial impact on distributions to creditors.

11. As a result, the Committee has taken an active role in conducting due diligence regarding the leases, franchise agreements, guaranties and performance affecting each of the Debtor's stores. The Committee objected to the Debtor's proposed emergency insider financing and the Debtors' proposed budgets, and rewrote and renegotiated the post-petition financing agreement. The Committee also objected to the terms of the proposed employment of Mastadon Ventures, LLC, the Debtors' investment bankers, and successfully renegotiated those terms. The Committee has also been actively been involved in encouraging the Debtors to move forward with a structured bidding procedure to sell the Debtors' more valuable stores and to do so in a manner that exposes the stores to the wider market in a reasonable time frame, in light of the deadlines in the post-petition financing and the interest expressed by insiders in acquiring the assets.

Narrative Description of Services Provided, By Category

12. The services provided by Applicant during the period May 16, 2019 through August 31, 2019 are detailed in *Exhibit A*, Compensation Support Exhibit. The total hours of service and fees charged in each category is itemized in the following paragraphs.

a. **General Due Diligence and Case Administration:** This category includes time spent on due diligence research into the debtors' corporate organizations and related parties,

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and work performed on miscellaneous matters associated with the administration of the bankruptcy case. The hours of services provided by Applicant during the Application Period in this category were 38.90 hours for a total of \$19,791.00 in fees billed.

b. Asset Analysis and Recovery: This category includes work performed in connection with identifying and evaluating claims the Debtors may have against insiders and others. The hours of services provided by Applicant during the Application Period in this category were 10.40 hours for a total of \$3,276.00 in fees billed.

c. Asset Disposition: This category consists primarily of time spent analyzing, negotiating, a structured bidding program to sell the Debtors' assets. The hours of services provided by Applicant during the Application Period in this category were 14.70 for a total of \$7,630.50 in fees billed.

d. Relief from Stay: This category includes time spent reviewing motions for relief from stay. The hours of services provided by Applicant during the Application Period in this category were 00.30 for a total of \$184.50 in fees billed.

e. Meetings and Communications with Creditors: This category includes communications primarily with the Creditors Committee, including weekly teleconferences, as well as with creditors generally.. The hours of services provided by Applicant during the Application Period in this category were 10.5 for a total of \$10,147.50.

f. Meetings and Communications with Debtors: This category includes communications with Debtors and their professionals. The number of hours of services provided by Applicant during the Application Period in this category were 6.5 for a total of \$3,997.50.

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g. Fee/Employment Applications: This category includes preparation and prosecution of the employment application for Applicant, including attendance at the hearing. This category also includes time spent in preparation of the monthly fee statements, but does not include time spent on the preparation of this Application. The number of hours of services provided by Applicant during the Application Period in this category were 5.20 for a total of \$2,028.00.

h. Fee/Employment Objections: This category includes preparation and prosecution of the Committee's objection to the application to employ Mastodon Ventures, LLC as investment bankers for the Debtors, and to renegotiate the terms of same. The number of hours of services provided by Applicant during the Application Period in this category were 6.50 for a total of \$3,997.50.

i. Assumption/Rejection of Lease/Contract: This category includes work associated with an analysis of the Debtors' proposed assumptions and rejections of leases. The number of hours of services provided by Applicant during the Application Period in this category were 4.20 for a total of \$2,313.00 in fees billed.

j. Other Contested Matters: This category includes time spent analyzing and negotiating regarding other contested matters. The total number of hours of services provided by Applicant during the Application Period in this category were 3.30 for a total of \$2,029.50 in fees billed.

k. Financing and Cash Collateral: Work in this category includes the review and analysis of the Debtors' proposed post-petition financing from an insider, preparing and filing an objection to the Debtor's request for an emergency hearing, negotiation and redrafting

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of the Debtor's proposed DIP financing agreement. The preparation of an objection to the proposed financing, and attending the hearing on such financing. The number of hours of services provided by Applicant during the Application Period in this category were 32.20 for a total of \$19,653.00 in fees billed.

Task Code Summary

Code	Category Description	Number of Hours Worked	Billed in Category
D110	Due Diligence and Case Administration	38.9	\$19,791.00
D120	Asset Analysis	10.4	3,276.00
D130	Asset Disposition	14.7	7,630.50
D140	Relief from Stay	00.3	184.50
D150	Meetings and Communications with Creditors	16.5	10,147.50
D155	Meetings and Communications with Debtors	6.5	\$3,997.50
D160	Fee/Employment Applications	5.2	2,028.00
D170	Fee/Employment Objections	6.5	3,997.50
D185	Assumption/Rejection Executory Contracts	4.2	2,313.00
D190	Other Contested Matters	3.3	2,029.50
D230	Financing/Cash Collateral	32.2	19,653.00
TOTAL		138.7	\$75,048.50

Billing Summary

Name	Attorney Specialty	Hourly Rate	Number of Hours Worked	TOTAL
Stephen A. Roberts ¹	Bankruptcy	\$615.00	104.3	\$64,144.50
Scott Schreiber ²	Bankruptcy	\$655.00	0.2	\$131.00
Donna Jaenike ³	Paralegal	\$315.00	34.2	\$10,773.00
TOTAL		138.7		\$75,048.50

13. A copy of the fee statements for the Application Period is attached as *Exhibit A*.

Expenses

14. An itemized list of disbursements is included in *Exhibit A*.

¹ Mr. Roberts has been board certified by the Texas Board of Legal Specialization in Business Bankruptcy Law since 1992.

² In 1993, Mr. Schreiber was named to the select group of attorneys certified as business bankruptcy specialists by the American Bankruptcy Board of Certification of the American Bankruptcy Institute.

³ Ms. Jaenike has been a paralegal since 1987 and has extensive in business bankruptcy.

Factors Supporting Allowance of Compensation

15. 11 U.S.C. §330(a)(3) and (a)(4) state:

In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

(4)

- (A) Except as provided in subparagraph (B), the court shall not allow compensation for—
 - (i) unnecessary duplication of services; or
 - (ii) services that were not—
 - (I) reasonably likely to benefit the debtor's estate; or
 - (II) necessary to the administration of the case.

16. The Fifth Circuit Court of Appeals has held that §330 embraces the "reasonable at the time" standard in determining professional compensation.

We conclude that § 330 embraces the "reasonable at the time" standard for attorney compensation endorsed by our colleagues in the Second, Third, and Ninth Circuits. As explained above, the text and legislative history of § 330 contemplate a prospective standard for the award of attorney's fees relating to bankruptcy proceedings—one that looks to the necessity or reasonableness of legal services at the time they were rendered. Under this framework, if a fee applicant establishes that its services were "necessary to the administration" of a bankruptcy case or "reasonably likely to benefit" the bankruptcy estate "at the time at which [they were] rendered," see 11 U.S.C. § 330(a)(3)(C), (4)(A), then the services are compensable.

In re Woerner, 783 F.3d 266, 276 (5th Cir. 2015).

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17. The § 330(a)(3)(A) factors are subsumed within the more extensive factors set forth in *In re First Colonial Corp. of America*, 544 F.2d 1291 (5th Cir.), *cert. denied*, 431 U.S. 904 (1977) *First Colonial* factors. The following analysis of the *First Colonial* factors supports the reasonableness of the requested fees and expenses:

a. **Time and labor required:** *Exhibit A* to this Application contains copies of Clark Hill Strasburger's Monthly invoices. All time records are recorded in the firm's computerized billing system contemporaneously with the rendition of the services, and those daily records are reviewed periodically. *Exhibit A* sets forth in detail all the time for which compensation is sought, as well as the specific services performed by each of the professionals in connection with the services.

b. **The size of the fee is commensurate with the novelty and difficulty of the questions presented in the case:** Applicant believes that the amount of the fees in this case is commensurate with the complexity of the legal issues and problems present in this case as described in the section entitled Services Performed and Results Obtained.

c. **The skill requisite to perform the legal services properly:** This case required a high level of skill and experience for the professionals involved.

d. **Preclusion of other employment due to the acceptance of this case:** This case did not preclude Applicant from accepting other cases.

e. **The Customary fee:** The hourly rates of Applicant are consistent or less than the reasonable and customary rates charged by professionals of comparable experience and ability in matters of similar scope, complexity, and significance.

f. **Whether the fee is fixed or contingent:** Fixed.

g. **The amount of time involved and the results obtained:** The amount of time involved was commensurate with the tasks required.

h. **The experience, reputation, and ability of the professionals who performed services in the case:** Applicant has a prominent and long-standing reputation handling chapter 11 bankruptcy cases in Texas. Lead bankruptcy counsel, Stephen A. Roberts, has over 30 years of experience in the insolvency practice and has represented numerous debtors in publicly held and privately held companies, creditors committees, secured and unsecured creditors, and acquirers. Mr. Roberts also has considerable experience in non-bankruptcy litigation and in other areas of business law. Mr. Roberts has been certified as a specialist in Business Bankruptcy Law by the Texas Board of Legal Specialization since 1992.

The individual credentials and experience of the professionals who performed services in this case can be viewed at www.clarkhill.com.

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i. **The undesirability of the cases:** This case was not undesirable.

j. **Awards in Similar Cases:** The compensation requested in this case is comparable to the compensation allowed in other cases of the size and complexity of this case.

18. Allocation among the Debtors. In the early stages of the case, Applicant's services were for the benefit of all of the Debtors and were so allocated. When the Committee reviewed the Debtors' post-petition financing motion and proposed budget, it was apparent that Yummy Holdings, LLC was approaching administrative insolvency and so further services of Applicant were of little value to that estate. Upon the Committee's recommendation, Yummy Holdings, LLC did not become a borrower under the post-petition financing because it did not appear to have the ability to repay the proposed post-petition property from its three stores remaining in operation. Those stores were transferred to the other Debtors in consideration for proceeds from the future sale of those stores. At that point, upon consultation with the Debtors' financial advisors, Applicant's fees were allocated by the relative net revenues of the two other estates during the application period. Applicant prays that the payment of fees requested in this Application be allocated in the same manner.

WHEREFORE, Applicant requests (i) interim approval and allowance of fees of \$75,048.50 and expenses in the amount of \$1,070.48, for a total of \$76,118.98 for fees and expenses during the Application Period from May 16, 2019 through August 31, 2019; (ii) the Debtors be authorized and ordered to pay Applicant approved fees and expenses in the remaining balance amount of \$15,009.70; and, (iii) for such other and further relief to which Applicant may show itself to be justly entitled.

FIRST INTERIM APPLICATION OF CLARK HILL STRASBURGER FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD ENDING AUGUST 31, 2019

Respectfully submitted,

/s/ Stephen A. Roberts

Stephen A. Roberts
CLARK HILL STRASBURGER
720 Brazos, Suite 700
Austin, Texas 78701
Telephone: 512.499.3624
Facsimile: 512.499.3660
Email: stephen.roberts@clarkhillstrasburger.com

Attorneys for the Official Committee of Unsecured
Creditors

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the above and foregoing document was served via CM/ECF to all those entitled to such notice and to the parties listed below via email on October 15, 2019. Service upon the attached service list, without Exhibit A, will be made via First Class U.S. Mail, postage prepaid on October 16, 2019. Copies of Exhibit A are available upon request.

Debtors:

Tajay Restaurants, Inc.
3304 Essex Dr.
Richardson, TX 75082
om@ampexbrands.com

Counsel for Debtors:

Eric J. Taube
Mark Curtis Taylor
Waller Lansden Dortch & Davis, LLC
Eric.taube@wallerlaw.com
Mark.taylor@wallerlaw.com

United States Trustee:

Office of the United States Trustee for the Western
District of Texas
Attn: Jim Rose
James.rose@usdoj.gov

/s/ Stephen A. Roberts

Stephen A. Roberts

EXHIBIT A

CLARK HILL SPARASBURGER
ATTORNEYS AND COUNSELORS

**P.O. BOX 50100
DALLAS, TEXAS 75250-9989**

Phone: 214/651-4300

TIN: 38-0425840

Unsecured Creditors Committee of Tajay Restaurants Inc., c/o David Montgomery DTJM-1, LLC 5134 Wright Terrace Skokie, IL 60077	July 15, 2019 C/M: 66522.387603 INVOICE NO. 893299 SAR PAGE 1
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RE: Tajay Restaurants Creditors Committee

FOR PROFESSIONAL SERVICES RENDERED THRU 06/30/19 DISBURSEMENTS THRU 06/30/19	\$ 17,925.00
	\$ 210.80
<hr style="border: 0.5px solid black; margin: 10px 0;"/>	
TOTAL AMOUNT DUE	<hr style="border: 0.5px solid black; margin: 0;"/> \$ 18,135.80

ITEMIZED SERVICES BILL

DATE	DESCRIPTION	NAME	HOURS
06/07/19	Review all motions, responses, interim and final orders in case to determine relief sought and granted and pending motions.	SAR	3.00
06/07/19	Send initial email to committee members regarding committee organizational issues and exchange follow up emails.	SAR	0.40
06/07/19	Draft committee bylaws.	SAR	0.80
06/07/19	Telephone conference with Eric Taube regarding our representation of the committee and status of pending matters.	SAR	0.50
06/10/19	Review information from committee members and communicate with committee regarding organizational issues, meetings, scheduling and meeting agenda.	SAR	0.70
06/11/19	Confer with staff regarding coordination, communications and providing information to committee members.	SAR	0.30
06/11/19	Review recently filed pleadings and deadlines.	SAR	0.40

DATE	DESCRIPTION	NAME	HOURS
06/11/19	Prepare for and participate in committee conference call.	SAR	0.90
06/12/19	Review docket and track all motions filed for objection deadline and/or hearing date; summary email to S. Roberts and calendar events.	DJ	1.00
06/12/19	Receive and respond to email from debtor's counsel regarding payment of critical vendor.	SAR	0.10
06/12/19	Confer with Ms. Jaenike regarding all pending motions, deadlines and hearings and review same.	SAR	0.50
06/14/19	Complete draft application to employ Clark Hill Strasburger as counsel to the official committee of unsecured creditors, proposed order and declaration of Stephen A. Roberts.	DJ	2.50
06/17/19	Receive comments and inquiries from committee.	SAR	0.20
06/17/19	Review docket sheets in Yummy Seafoods LLC and Yummy Holdings LLC and obtain copies of schedules and statement of financial affairs filed in each case.	DJ	0.30
06/17/19	Review and analyze all debtors schedules, prepare spreadsheet analysis of key information for committee, and conduct further due diligence.	SAR	3.60
06/18/19	Exchange follow up emails with debtor's counsel regarding production of information and terms of confidentiality agreement (0.3); telephone conference with Mr. Taylor regarding creditors meeting and meeting with committee (0.2).	SAR	0.50
06/18/19	Review, execute and return confidentiality agreement and receive financial information on restaurants.	SAR	0.50

DATE	DESCRIPTION	NAME	HOURS
06/18/19	Send confidentiality agreement to committee and exchange emails with committee members regarding same (0.3); review pending motions and send email to committee with updated analysis of schedules and regarding agenda for this evening's meeting (0.8); weekly conference call with committee (1.0).	SAR	2.10
06/19/19	Continue work on marshaling and organizing information on all leases and store operating results and conduct due diligence regarding same (1.6).	SAR	1.60
06/19/19	Create list of committee's concerns and send to debtor's counsel and exchange emails regarding same.	SAR	0.40
06/19/19	Exchange information with committee members and respond to their inquiries.	SAR	0.40
06/20/19	Revise schedule of lease locations; revise objections to motion to employ Mastodon and motion to establish procedures to assume contracts and to abandon property of the estate; attend to filing objections.	DJ	1.10
06/20/19	Review Mastodon disclosures and engagement letter and draft and file objection to employment of Mastodon.	SAR	2.00
06/20/19	Review motion to assume and reject leases and file objection to assumption and abandonment.	SAR	1.10
06/20/19	Review committee member's preliminary analysis of store information and discuss with him and further information needed; work on spreadsheet analysis of store leases and stores covered by master leases.	SAR	1.80
06/20/19	Circulate confidentiality agreement to committee for execution and circulate confidential information.	SAR	0.20
06/21/19	Exchange emails with Debtor's counsel regarding setting up meeting with Mastodon.	SAR	0.10

Unsecured Creditors Committee of Tally
6132
Restaurants Inc.,July 15, 2019
C/M: 66522.387603
INVOICE NO. 893299
SAR
PAGE 4

DATE	DESCRIPTION	NAME	HOURS
06/21/19	Update store analysis spreadsheet and circulate to committee.	SAR	0.70
06/24/19	Review and revise draft application to employ Firm, disclosures and proposed order and send to Mr. Montgomery for approval.	SAR	0.50
06/24/19	Email to Debtor's counsel following up on request for meeting.	SAR	0.10
06/24/19	Research regarding procedures to order transcript of 341 meeting; telephone call to office of the U.S. Trustee.	DJ	0.30
06/25/19	Review, finalize, file and serve application to employ Clark Hill Strasburger as counsel for the committee; order copy of 341 meeting recording.	DJ	1.70
06/26/19	Communications with Committee members and court clerk regarding telephonic participation at July 1 hearing; prepare and file requests for telephonic participation.	DJ	1.00
06/26/19	Review debtors list of witnesses and docket entries regarding July 1 hearings; review items on July 1 docket and exchange emails with debtors counsel regarding matters not on docket (0.4); follow up telephone conference with Mr. Taylor regarding contested motions and outstanding issues (0.3).	SAR	0.70
06/26/19	Exchange email with committee members regarding uncontested items on Monday's agenda and their telephonic appearance.	SAR	0.20
06/26/19	Survey law regarding assumption and rejection of leases under various circumstances.	SAR	0.50
06/27/19	Conference call with Mr. Taylor and Mr. Hirsch regarding Debtor's direction and strategy; review financial information on restaurants.	SAR	0.30

TOTAL FOR SERVICES \$ 17,925.00

Unsecured Creditors Committee of ~~6132Y~~
Restaurants Inc.,

July 15, 2019

C/M: 66522.387603

INVOICE NO. 893299

SAR

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NAME RECAP

INIT	NAME	RATE	HOURS	AMOUNT
DJ	Donna Jaenike	315.00	7.90	2,488.50
SAR	Stephen A. Roberts	615.00	25.10	15,436.50
	TOTAL		33.00	\$ 17,925.00

ITEMIZED DISBURSEMENT BILL

DATE	DESCRIPTION	AMOUNT
06/30/19	Copy Charges	210.80
	TOTAL DISBURSEMENTS	\$ 210.80

CURRENT AMOUNT DUE SUMMARY SECTION

CURRENT FEES	\$ 17,925.00
CURRENT DISBURSEMENTS	\$ 210.80
CURRENT TOTAL DUE	\$ 18,135.80

CLARK HILL SEASBURGER
 of 32
 ATTORNEYS AND COUNSELORS

P.O. BOX 50100
 DALLAS, TEXAS 75250-9989

Phone: 214/651-4300

TIN: 38-0425840

Unsecured Creditors Committee of Tajay
 Restaurants Inc.,
 c/o David Montgomery
 DTJM-1, LLC
 5134 Wright Terrace
 Skokie, IL 60077

August 14, 2019
 C/M: 66522.387603
 INVOICE NO. 901672
 SAR
 PAGE 1

RE: Tajay Restaurants Creditors Committee

FOR PROFESSIONAL SERVICES RENDERED THRU 07/31/19	\$ 20,344.50
DISBURSEMENTS THRU 07/31/19	\$ 536.28
 TOTAL AMOUNT DUE	 \$ 20,880.78

ITEMIZED SERVICES BILL

DATE	DESCRIPTION	NAME	HOURS
07/01/19	Exchange emails with creditors' attorney regarding case.	SAR	0.20
07/01/19	Attend hearings on debtor's motions.	SAR	0.40
07/01/19	Status report to unsecured creditors and exchange follow up emails with creditors regarding same.	SAR	0.80
07/02/19	Review ECF notifications for orders and calendar events; send copies of pleadings to committee members and calendar hearing dates.	DJ	0.40
07/02/19	Prepare for and participate in committee weekly conference call.	SAR	1.00

DATE	DESCRIPTION	NAME	HOURS
07/09/19	Review docket and download motion for authorization to use cash collateral, order, and Debtor's exhibit list for hearing on same; review schedules filed in all three cases to confirm whether any of the individuals or entities from whom Debtors have accounts receivables are also listed as creditors; update property spreadsheet with information regarding co-debtors on leases and franchise agreements.	DJ	4.20
07/09/19	Review financials provided by debtors.	SAR	0.50
07/09/19	Extract and compare information from debtor's schedules regarding insider transactions and prepare analysis of same (1.10); review transcript of section 341 meeting (0.4); due diligence on possible insiders and affiliates and their connection with case and continue working on store analysis (2.0).	SAR	3.50
07/09/19	Exchange numerous emails with debtors counsel regarding committee issues with Mastadon motion and other motions.	SAR	0.50
07/10/19	Review and forward response of debtor's counsel to committee and respond to same; exchange follow up emails.	SAR	0.20
07/11/19	TX SOS research to determine status and history of LJS Restaurants, LLC and Long John Silver's LLC; summary report to S. Roberts; prepare and file Witness and Exhibit List for hearing on 07/16/2019.	DJ	1.60
07/11/19	Exchange emails with Mr. Taylor regarding next Tuesday's hearings and committee's outstanding objections.	SAR	0.30
07/11/19	Prepare for next Tuesday's hearings; review parties' exhibit lists and prepare exhibit list.	SAR	0.50
07/11/19	Order and review records searches on related parties to determine connections among debtors, landlords and franchisor and conduct follow up searches; analyze and outline same.	SAR	1.80

DATE	DESCRIPTION	NAME	HOURS
07/11/19	Telephone conference with counsel for LJS LLC regarding status of case, upcoming hearings, and status of objections.	SAR	0.40
07/11/19	Draft and send report to committee and exchange follow up emails regarding same.	SAR	1.10
07/12/19	Prepare and file request for telephonic appearance for the Committee members for the July 16 2019 hearing.	DJ	0.80
07/12/19	Exchange emails with unsecured creditor following up on inquiries.	SAR	0.30
07/12/19	Telephone conference with Mr. Taube regarding case and Mastadon objection; draft and send email to Mr. Taube suggesting solutions to each objection and providing list of insiders and affiliates to expand disclosure.	SAR	1.00
07/12/19	Draft and send update to committee regarding upcoming hearings and status (0.5); review information and analysis from committee member and respond to same (0.2).	SAR	0.70
07/12/19	Receive telephone call from creditors' counsel regarding next week's hearings.	SAR	0.30
07/12/19	Review payments and loans to insiders on schedules (0.2) and email to Mr. Taube with comments (0.2).	SAR	0.40
07/15/19	Review email from Hersch regarding engagement and next steps (0.2); exchange numerous emails with Debtor's counsel regarding passing hearing and attend to setting up meeting with committee to address objection and get update (0.5); review and revise proposed orders on uncontested matters and send to debtor's counsel (0.3).	SAR	1.00
07/15/19	Request financial information from debtor; receive outdated cash flow information from debtor and circulate to committee (0.2); update committee on status of tomorrow' hearings (0.2).	SAR	0.40
07/16/19	Review cash flow projections from debtor.	SAR	0.30

DATE	DESCRIPTION	NAME	HOURS
07/16/19	Prepare and file Supplement to Application to Employ Clark Hill Strasburger as counsel to the Committee.	DJ	0.70
07/17/19	Review go forward model provided by Debtor and confer with committee members by email regarding their analysis (1.0); review Mastodon engagement letter and work on possible edits (0.6).	SAR	1.60
07/17/19	Prepare for and participate in committee conference call.	SAR	0.60
07/17/19	Participate in meeting with Debtor's consultants and committee to discuss go forward plans; follow up discussions.	SAR	2.50
07/18/19	Analyze debtors' worksheet regarding active stores and closing stores and update internal spreadsheet regarding same for S. Roberts.	DJ	0.50
07/22/19	Review order rejecting leases and contracts nunc pro tunc and update spreadsheet tracking leases and franchise agreements.	DJ	0.40
07/22/19	Review debtor's attorneys' fees.	SAR	0.30
07/23/19	TX SOS research for S. Roberts regarding Lojon Property LLC and Lojon Property II LLC.	DJ	0.70
07/23/19	Prepare for and attend weekly committee conference call.	SAR	1.00
07/24/19	Research docket to see whether Debtors filed monthly operating report due 07/20/2019, and confirm U.S. Trustee Guidelines requires filing by 21st of month.	DJ	0.30
07/24/19	Send request for information to debtors' counsel and distribute to committee.	SAR	0.30
07/25/19	Telephone conference with Mr. Hersch regarding engagement terms and status of efforts.	SAR	0.50
07/27/19	Analyze and revise Mastodon engagement letter in light of conversation with Mr. Hersch and send to him with rationale for proposed changes.	SAR	1.50

DATE	DESCRIPTION	NAME	HOURS
07/27/19	Review Mastodon go forward list of restaurants and conduct due diligence on sublessors, guarantors, and master lessors and other issues affecting value and assumption of leases, and send report regarding same to committee.	SAR	2.00
07/27/19	Follow up email to debtor's counsel requesting information.	SAR	0.20
07/29/19	Review Debtors' schedules and total the amount of unsecured debt among all three debtors; summary report to S. Roberts; update lease/property spreadsheet.	DJ	1.10
07/29/19	Prepare for and attend weekly committee call.	SAR	1.00
07/30/19	Confer with committee by email regarding negotiations regarding mastodon engagement and send them MORs.	SAR	0.50
	TOTAL FOR SERVICES	\$	20,344.50

NAME RECAP

INIT	NAME	RATE	HOURS	AMOUNT
DJ	Donna Jaenike	315.00	10.70	3,370.50
SAR	Stephen A. Roberts	615.00	27.60	16,974.00
	TOTAL		38.30	\$ 20,344.50

ITEMIZED DISBURSEMENT BILL

DATE	DESCRIPTION	AMOUNT
06/30/19	Online Research	23.30
07/12/19	General Records / Reports	148.78
07/31/19	Copy Charges	364.20
	TOTAL DISBURSEMENTS	\$ 536.28

CURRENT AMOUNT DUE SUMMARY SECTION

CURRENT FEES	\$ 20,344.50
CURRENT DISBURSEMENTS	\$ 536.28
 CURRENT TOTAL DUE	 \$ 20,880.78

PREVIOUS INVOICES OUTSTANDING

INVOICE NO. 893299	July 15, 2019	18,135.80
TOTAL		\$ 18,135.80
 TOTAL BALANCE DUE	 \$	 39,016.58

CLARK HILL STRASBURGER
OF 32
ATTORNEYS AND COUNSELORS

**P.O. BOX 50100
DALLAS, TEXAS 75250-9989**

Phone: 214/651-4300

TIN: 38-0425840

Unsecured Creditors Committee of Tajay Restaurants Inc., c/o David Montgomery DTJM-1, LLC 5134 Wright Terrace Skokie, IL 60077	September 18, 2019 C/M: 66522.387603 INVOICE NO. 912678 SAR PAGE 1
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RE: Tajay Restaurants Creditors Committee

FOR PROFESSIONAL SERVICES RENDERED THRU 08/31/19	\$ 36,779.00
DISBURSEMENTS THRU 08/31/19	\$ 323.40
<hr style="border: 0.5px solid black; margin: 10px 0;"/>	
TOTAL AMOUNT DUE	<hr style="border: 0.5px solid black; margin: 0;"/> \$ 37,102.40

ITEMIZED SERVICES BILL

DATE	DESCRIPTION	NAME	HOURS
08/01/19	Revise Mastodon engagement letter (1.0); telephone conference with Mr. Montgomery regarding same (0.3); make additional revisions and send with explanation to Mr. Hersch (0.3); exchange emails with Mr. Hersch regarding same (0.1); send to committee for approval and respond to inquiries (0.3).	SAR	2.00
08/02/19	Review MORs and restaurant status work sheet 0.3); telephone conference with Mr. Hersch regarding status of sales process (0.3); email information request to debtors' counsel (0.2).	SAR	0.80
08/02/19	Draft withdrawal of objection to Mastodon Application and exchange emails with debtors' counsel regarding supplement to application and entry of order.	SAR	0.50

DATE	DESCRIPTION	NAME	HOURS
08/02/19	Email to debtors counsel requesting several items of information and review response (0.3); email to Mr. Patterson requesting access to data room and to arrange telephone conference (0.2); exchange follow up emails and arrange meeting (0.3).	SAR	0.80
08/05/19	Receive analysis of issues with debtors' MORs and schedules from Mr. Montgomery, review documents, and forward to debtor (1.5); review response (0.2); provide access to Mr. Montgomery to data room (0.2).	SAR	1.90
08/06/19	Send update to committee (0.3); attend weekly committee conference call (0.8).	SAR	1.10
08/08/19	Review projections from Mr. Patterson and compare to MORs (0.4); coordinate and participate in conference call with Harney reps and Mr. Montgomery regarding financial situation and projections (1.0).	SAR	1.40
08/08/19	Review order approving process for rejection of leases and rejection procedures; Prepare draft communication to committee members regarding claims bar date and procedures related to claims after rejection of a lease.	DJ	0.90
08/09/19	Review ECF notification of Debtors' motions for DIP financing and request for expedited hearing and report to S. Roberts.	DJ	0.20
08/09/19	Receive notice that debtor intends to file financing motion and seek expedited hearing next week (0.1); respond with questions regarding same (0.1); review filed motion for financing and motion for expedited hearing (0.3); review response from committee chair (0.2); review additional emails from committee chair regarding shareholder loans and debtor's proposed budget for financing (0.3).	SAR	0.90
08/11/19	Edit, finalize and file Committee's objection to Debtors' Motion for Expedited Hearing on Debtors' Motion for DIP Financing.	DJ	0.50

DATE	DESCRIPTION	NAME	HOURS
08/11/19	Review debtors' motions regarding financing and cash flow information and prepare objection to expedited hearing.	SAR	3.00
08/11/19	Telephone conference with Mr. Platt regarding financing motions.	SAR	0.30
08/11/19	Review financial information and analysis of store profitability and send email to debtors counsel suggesting course of action as alternative to financing.	SAR	1.00
08/12/19	Obtain docket sheet and agreed scheduling order in Tajay v. DTMJ-I, LLC adversary proceeding; file request for telephonic appearance at the hearing on August 14 for the Committee members; Review notice of rejection of leases and contracts and update property spreadsheet accordingly.	DJ	1.60
08/12/19	Telephone conference with S. Roberts regarding multiple debtor/creditor claims issue; the one recovery rule.	SNS	0.20
08/12/19	Receive notice that financing hearing changed to status hearing and exchange emails with court staff regarding changing online docket to give notice other parties (0.2); exchange emails with debtor's counsel (0.2); report to committee (0.4); review status of adversary vs garnishor (0.2); receive and respond to questions from committee chair (0.4); confer with Mr. Platt (0.2); confer with Mr. Montgomery regarding his queries (0.3); confer with debtor's counsel regarding hearing and concept of moving Holdings stores and excluding Holdings from financing and regarding hearings (0.4); update committee on moving forward (0.4).	SAR	2.70
08/13/19	Confer with Mr. Hersch regarding progress in sales process.	SAR	0.40
08/13/19	Email to LJS counsel regarding sales process and financing.	SAR	0.30
08/13/19	Attend weekly committee conference call.	SAR	0.80

DATE	DESCRIPTION	NAME	HOURS
08/13/19	Receive and review proposed DIP Agreement (1.2); telephone conference with debtor's counsel (0.2); telephone conference with lender's counsel (0.3).	SAR	1.80
08/13/19	Review restaurant financials and lease information (0.9); telephone conference with Mr. Platt (0.3); review comments on store financials from Mr. Montgomery and discuss (0.6).	SAR	1.80
08/14/19	Attend status conference on financing (0.5); confer with Debtors counsel regarding same (0.3); report to committee (0.2).	SAR	1.00
08/14/19	Review analysis from committee member regarding inconsistencies in store information between schedules and leases in data room and email member regarding further analysis.	SAR	0.20
08/14/19	Review and agree to motion to extend deadline for rejection/assumption of leases (0.2); respond to inquires from committee (0.2).	SAR	0.40
08/15/19	Attend conference call with D. Montgomery regarding detailed analysis of leases and discrepancies in debtor's information.	DJ	1.30
08/15/19	Review leases in Mastodon data room and compare against schedules and information from R. Hersch; update spreadsheet (.5).	DJ	0.50
08/15/19	Prepare monthly fee statement for June and July 2019.	DJ	1.00
08/15/19	Telephone conference with Mr. Montgomery to review financial analysis of each store and inconsistencies in Debtors' records.	SAR	1.30
08/15/19	Confer with Ms. Jaenike regarding due diligence and review and update information on stores and leases.	SAR	2.00
08/15/19	Work on interim fee statement and confer with Ms. Jaenike regarding same.	SAR	0.50
08/16/19	Work on revisions to proposed DIP Agreement.	SAR	3.60

DATE	DESCRIPTION	NAME	HOURS
08/16/19	Confer with Mr. Hersch regarding sales process.	SAR	0.30
08/16/19	Exchange emails with debtor's counsel regarding Holdings.	SAR	0.20
08/16/19	Review leases from Mastodon data room, save going forward leases and add to CHS data room.	DJ	1.10
08/16/19	Review objections to financing.	SAR	0.20
08/16/19	Review landlord's Motion for Relief From Stay and exchange emails with movant and debtors counsel regarding same.	SAR	0.30
08/19/19	Continue working on DIP Agreement and proposed DIP Order (2.5); review additional information from Mr. Montgomery regarding his due diligence (0.3); send proposed changes to debtor's counsel (0.2); emails to debtor's counsel regarding alternative treatments of Holdings (0.3).	SAR	3.30
08/20/19	Finalize and serve interim statement for professional fees and expenses for June and July 2019.	DJ	0.50
08/20/19	Continue to update property spreadsheet and download and save copies of going forward leases to shared data room.	DJ	2.20
08/20/19	Attend weekly committee conference call.	SAR	0.80
08/20/19	Review email from taxing authorities regarding objections (0.1); analyze and confer with Mr. Montgomery and with Ms. Krupa regarding continuing inconsistencies in store information (1.3); notify debtor's professionals regarding itemization of issues with store data and reports affecting financing (0.7).	SAR	2.10
08/21/19	Telephone conference with Mr. Hersch, Mr. White and Mr. Montgomery regarding sales plan, store by store analysis, and missing information (1.3); follow up telephone conference with Mr. Montgomery (0.3).	SAR	1.60

DATE	DESCRIPTION	NAME	HOURS
08/21/19	Complete review and analysis of leases in Mastadon data room and update master property spreadsheet.	DJ	3.50
08/21/19	Send outline of timeline for sales to Mr. Hersch for his approval.	SAR	0.40
08/21/19	Telephone conference with Mr. Taylor regarding debtor's response to Committee's revisions to DIP Agreement.	SAR	0.10
08/22/19	Confer with Ms. Jaenike and continue review of problems with leases and inconsistencies with landlords and lease and send information to debtor's counsel.	SAR	0.80
08/22/19	Review debtors' filed revisions to DIP Agreement and revisions to budget (0.3) and forward to committee (0.1); review list of questions and issues from committee and respond to same (0.5); review and send debtor's counsel lease analysis (0.3); telephone conference with Mr. Taylor about inconsistent language in the DIP Agreement (0.3); review debtor's witness and exhibit list (0.1); revise and circulate remedies provisions in agreement (0.8).	SAR	2.40
08/23/19	Prepare and file request for the Committee members to appear telephonically at the hearing on DIP financing on 08/27; review new leases added to the data room and update spreadsheet accordingly.	DJ	1.20
08/23/19	Review and analyze debtors' proposed budget compared to other financial information (0.5); review response of LJS to Debtors' financing motion (0.2); telephone conference with Mr. Platt regarding same and outstanding issues in negotiations and sales process (0.5); review committee comments and questions regarding financing and respond to same (0.4); draft and file committee response to same (0.8); telephone conference with Mr. Montgomery regarding status of financing and sale (0.3).	SAR	2.70

DATE	DESCRIPTION	NAME	HOURS
08/23/19	Obtain additional information from debtor's consultants regarding discrepancy between data room information and reports and confer with Ms. Jaenike regarding same.	SAR	0.30
08/26/19	Review objections and responses filed by taxing authorities and extract email addresses for communication from S. Roberts.	DJ	0.80
08/26/19	Review Debtors' proposed DIP order and lenders' comments to the creditors' agreement (0.2); revise DIP agreement and Order to address same, to add flexibility to budget variances at request of Debtors' accountants, to allow for limited transfers to Holdings, and to address taxing authorities' objections (2.0); confirm agreement with debtors and lenders (0.1).	SAR	2.30
08/27/19	Attend weekly committee conference call.	SAR	0.80
08/27/19	Review debtors' draft motion to assume and assign Holdings stores (0.3); email to debtors' counsel questioning of inclusion of store with losses and assuming rather than transferring (no response) (0.2).	SAR	0.50
08/27/19	Receive and review Debtors proposed sales procedure motion (0.5); confirm timeline with Mr. Hersch (0.1) review additional information address lease termination dates and extensions; forward order rejecting leases to Ms. Jaenike to put in spreadsheet (0.1).	SAR	0.70
08/27/19	Redline and circulate final versions (0.2); report to committee (0.3).	SAR	0.50
08/28/19	Review order approving rejection of leases and update property spreadsheet to so reflect.	DJ	0.30

Unsecured Creditors Committee of Tallyay
of 32
Restaurants Inc.,

September 18, 2019

C/M: 66522.387603

INVOICE NO. 912678

SAR

PAGE 8

DATE	DESCRIPTION	NAME	HOURS
08/28/19	Review debtor's proposed motions to transfer stores by assumption and assignment and motion for approval of sales procedure and email comments and questions to debtors' counsel and investment banker.	SAR	0.80
	TOTAL FOR SERVICES	\$	36,779.00

NAME RECAP

INIT	NAME	RATE	HOURS	AMOUNT
DJ	Donna Jaenike	315.00	15.60	4,914.00
SAR	Stephen A. Roberts	615.00	51.60	31,734.00
SNS	Scott N. Schreiber	655.00	0.20	131.00
	TOTAL		67.40	\$ 36,779.00

ITEMIZED DISBURSEMENT BILL

DATE	DESCRIPTION	AMOUNT
07/09/19	Filing Fees	1.00
07/11/19	Filing Fees	1.00
07/11/19	Filing Fees	1.00
07/12/19	Filing Fees	1.00
07/23/19	Filing Fees	1.00

DATE	DESCRIPTION	AMOUNT
07/23/19	Filing Fees	1.00
08/31/19	Copy Charges	310.40
	TOTAL DISBURSEMENTS	\$ 323.40

CURRENT AMOUNT DUE SUMMARY SECTION

CURRENT FEES	\$ 36,779.00
CURRENT DISBURSEMENTS	\$ 323.40
CURRENT TOTAL DUE	\$ 37,102.40

PREVIOUS INVOICES OUTSTANDING

INVOICE NO. 893299	July 15, 2019	18,135.80
INVOICE NO. 901672	August 14, 2019	20,880.78
TOTAL		\$ 39,016.58
TOTAL BALANCE DUE	\$	76,118.98